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## UNDERWRITING

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### **[REDACTED] UNDERWRITERS**

#### **[REDACTED] Underwriters**

[REDACTED]

### **UNDERWRITING ARRANGEMENTS AND EXPENSES**

**[REDACTED]**

*[REDACTED] Underwriting Agreement*

[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

**Undertakings pursuant to the [REDACTED] Underwriting Agreement**

*Undertaking by the Company*

[REDACTED]

THIS DOCUMENT IS IN DRAFT FORM. The information contained in it is in draft form, incomplete and subject to change and must be read in conjunction with the section headed “Warning” on the cover of this document.

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### *Undertaking by the Controlling Shareholders*

[REDACTED]

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[REDACTED]

[REDACTED]

*[REDACTED] Underwriting Agreement*

[REDACTED]

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### **Undertakings to the Stock Exchange pursuant to the Listing Rules**

[REDACTED]

#### **Commission and expenses**

The Underwriters will receive a commission of [REDACTED]% on the aggregate [REDACTED] of all the [REDACTED], out of which will, as the case may be, be applied to any sub-underwriting commissions and selling concession. Assuming the [REDACTED] of HK\$[REDACTED] per [REDACTED], being the mid-point of the indicative range of the [REDACTED] stated in this [REDACTED], the underwriting commission will be approximately HK\$[REDACTED] million. The underwriting commission, documentation fee, Stock Exchange listing fees, brokerage, Stock Exchange [REDACTED] fee, SFC transaction levy, legal and other professional fees together with applicable printing and other expense relating to the [REDACTED] are estimated to be approximately HK\$[REDACTED] million, which will be borne by the Company.

#### **Underwriters' interests in the Company**

Save for its interests and obligations under the Underwriting Agreements and save as disclosed in this [REDACTED], none of the Underwriters or any of its close associates is interested beneficially or non-beneficially in any shares in any member of the Group nor has any right (whether legally enforceable or not) or option to subscribe for or to nominate persons to subscribe for any shares of any member of the Group.

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### **Compliance adviser’s agreement**

Under the Compliance adviser’s agreement, the Company appoints Messis Capital and Messis Capital agrees to act as the compliance adviser to the Company for the purpose of the Listing Rules for a fee from the [REDACTED] and ending on the date on which the Company complies with Rule 13.46(1) of the Listing Rules in respect of its financial results for the first full financial year commencing after the [REDACTED] or until the agreement is terminated, whichever is earlier.

### **Sponsor’s interest in the Company**

Messis Capital, being the Sponsor, has declared its independence pursuant to Rule 3A.07 of the Listing Rules. Save for the advisory and documentation fees to be paid to Messis Capital as the Sponsor to the [REDACTED], its obligations under the Underwriting Agreements and the compliance adviser’s agreement, its acting as compliance adviser and any interests in securities that may be subscribed by it pursuant to the [REDACTED], neither Messis Capital nor any of its close associates has or may, as a result of the [REDACTED], have any interest in any class of securities of the Company or any other company in the Group (including options or rights to subscribe for such securities).

No director or employee of Messis Capital who is involved in providing advice to the Company has or may, as a result of the [REDACTED], have any interest in any class of securities of the Company or other company in the Group (including options or rights to subscribe for such securities but, for the avoidance of doubt, excluding interests in securities that may be subscribed for or purchased by any such director or employee pursuant to the [REDACTED]).

No director or employee of Messis Capital has a directorship in the Company or any other company in the Group.